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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

THE WESTERN AND SOUTHERN
LIFE INSURANCE COMPANY et al.,

Plaintiffs.

COUNTRYWIDE FINANCIAL
CORPORATION et al.,

Defendants.

NATIONAL INTEGRITY LIFE
INSURANCE COMPANY,

Plaintiffs.

**COUNTRYWIDE FINANCIAL
CORPORATION et al..**

Defendants.

Case No. 2:11-cv-07166
Hon. Mariana R. Pfaelzer

Case No. 2:11-cv-09889
Hon. Mariana R. Pfaelzer

**DECLARATION OF BRIAN C. LYSAGHT IN
OPPOSITION TO DEFENDANTS' MOTIONS TO DISMISS**

1 I, BRIAN C. LYSAGHT, hereby declare under penalty of perjury
2 pursuant to 28 U.S.C. § 1746 that the following is true and correct:

3 1. I am an attorney at law duly licensed to practice law in the State of
4 California and am admitted to practice and appear before this Court. I am a
5 member of the Lysaght Law Group, counsel for plaintiffs in *The Western and*
6 *Southern Life Insurance Company, et al., v. Countrywide Financial*
7 *Corporation, et al.*, No. 11-CV-07166 (MRP) (C.D. Cal.) and *National*
8 *Integrity Life Insurance Company v. Countrywide Financial Corporation et al.*,
9 No. 11-CV-09889 (MRP) (C.D. Cal.) (collectively “Plaintiffs”). I submit this
10 Declaration in support of Plaintiffs’ Memorandum of Points and Authorities in
11 Opposition to Defendants’ Motions to Dismiss. I am familiar with the facts set
12 forth below and able to testify to them.

13 2. Attached as Exhibit 1 is a true and correct copy of the Institutional
14 Investors’ Statement in Support of Settlement and Consolidated Response to
15 Settlement Objections filed in *In the Matter of Bank of New York Mellon v.*
16 *Walnut Place LLC et al.*, 11-CV-05988-WHP (S.D.N.Y.).

17 3. Attached as Exhibit 2 is a true and correct excerpted copy of a
18 transcript of the October 5, 2011 hearing in *MBIA Ins. Corp. v. Countrywide*
19 *Home Loans, Inc.*, No. 08/602825 (N.Y. Sup. Ct.).

20 4. Attached as Exhibit 3 is a true and correct copy of a transcript of
21 Bank of America Corporation’s 2010 earnings call that took place on October
22 19, 2010.

23 5. Attached as Exhibit 4 is a true and correct copy of Title 17 of the
24 Code of Federal Regulations, Section 229.1121.

25 6. Attached as Exhibit 5 is a true and correct excerpted copy of the
26 Pooling and Service Agreement of Countrywide Home Loans Mortgage Pass-
27 Through Trust, Series 2007-14, dated as of July 1, 2007.

1 7. Attached as Exhibit 6 is a true and correct copy of a certification
2 report for Countrywide Home Loans Mortgage Pass-Through Trust, Series
3 2007-14, for the fiscal year ended December 31, 2007.

4 8. Attached as Exhibit 7 is a true and correct copy of the "Opinion
5 Concerning Contemplated Settlement Amount for 530 Trusts," dated June 7,
6 2011, prepared by Brian Lin in connection with *In the Matter of Bank of New*
7 *York Mellon v. Walnut Place LLC et al.*, 11-CV-05988-WHP (S.D.N.Y.).

8 9. Attached as Exhibit 8 is a true and correct excerpted copy of the
9 Prospectus Supplement to the Prospectus dated November 15, 2006 for
10 Countrywide Home Equity Loan Trust 2007-5, Series 2006-S9.

11 10. Attached as Exhibit 9 is a true and correct excerpted copy of the
12 Prospectus Supplement to the Prospectus dated November 14, 2006 for
13 Countrywide Home Loan Mortgage Pass-Through Trust 2007-5, Series 2007-5.

14 11. Attached as Exhibit 10 is a true and correct excerpted copy of the
15 Prospectus Supplement to the Prospectus dated August 26, 2005 for
16 Countrywide Alternative Loan Trust 2005-46CB, Series 2005-46CB.

17 12. Attached as Exhibit 11 is a true and correct excerpted copy of the
18 Prospectus Supplement to the Prospectus dated July 25, 2005 for Countrywide
19 Alternative Loan Trust 2005-54CB, Series 2005-54CB.

20 13. Attached as Exhibit 12 is a true and correct excerpted copy of the
21 Prospectus Supplement to the Prospectus dated June 27, 2007 for Countrywide
22 Alternative Loan Trust 2007-17CB, series 2007-17CB.

23 14. Attached as Exhibit 13 is a true and correct excerpted copy of a
24 transcript of the September 29, 2011 status conference in *The Western and*
25 *Southern Life Insurance Company, et al., v. Countrywide Financial*
26 *Corporation, et al.*, No. 11-CV-07166 (MRP) (C.D. Cal.).

27

1 15. Attached as Exhibit 14 is a true and correct excerpted copy of the
2 First Amended Complaint in *Maine State Retirement System v. Countrywide*
3 *Financial Corporation*, No. 10-CV-0302-MRP (C.D. Cal.).

4 16. Attached as Exhibit 15 is a true and correct copy of a Memorandum
5 and Order entered in *Plumbers' & Pipefitters' Local #562 Supplemental Plan &*
6 *Trust v. J.P. Morgan Acceptance Corporation I*, No. 08-CV-1713 (E.D.N.Y.),
7 dated December 13, 2011.

Executed this 13th day of January 2012 in Los Angeles, California.

/s/ Brian C. Lysaght

BRIAN C. LYSAGHT